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SUSAN G. LICHTENFELD

June 21, 1999

VIA OVERNIGHT COURIER

Mr. Vernon A. Williams
Secretary
Office of the Secretary
Surface Transportation Board
Room 2311
1925 K Street, N.W.
Washington, D.C. 20423

RECORDATION NO.

22222

FILED

JUN 22 '99

10-30AM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 48 U.S.C. §11301(a) are two original executed copies and two photostatic copies of a Memorandum of Railcar Equipment Lease, dated as of April 15, 1999, a primary document as defined in the Commissioner's Rules for the Recordation of Documents. The Memorandum of Railcar Equipment Lease is with respect to that certain Railcar Equipment Lease (the "Lease"), dated as of April 15, 1999, and Rider 1 thereto ("Rider 1"), dated as of April 15, 1999, between JAIX Leasing Company, as Lessor, and Carmeuse Pennsylvania, Inc., as Lessee.

The names and addresses of the parties to the enclosed Memorandum of Lease Agreement are:

Lessor: JAIX Leasing Company
20 North Wacker Drive
Suite 2200
Chicago, Illinois 60606

Lessee: Carmeuse Pennsylvania, Inc.
Route 422 and Clearsprings Roads
Annville, Pennsylvania 17003

Mr. Vernon A. Williams
June 21, 1999
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A description of the railroad equipment covered by the enclosed document is set forth on Schedule A to the Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped original copy and two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Memorandum of Railcar Equipment Lease, dated as of April 15, 1999, between JAIX Leasing Company,, as Lessor, and Carmeuse Pennsylvania, Inc., as Lessee, with respect to that certain Railcar Equipment Lease, dated as of April 15, 1999, and Rider 1 thereto, dated as of April 15, 1999, covering 64 rapid discharge cars marked WIMX 99000 through WIMX 99063 (both inclusive).

Very truly yours,


Susan G. Lichtenfeld

SGL/vgc
Enclosure
cc: Robert W. Kleinman

RECORDATION NO.

FILED

JUN 22 '99

10-30AM

MEMORANDUM OF RAILCAR EQUIPMENT LEASE

THIS MEMORANDUM OF RAILCAR EQUIPMENT LEASE dated as of this 15th day of April, 1999, is made by Carmeuse Pennsylvania, Inc., a Delaware corporation, with an address at Route 422 and Clearspring Roads, Annville, Pennsylvania 17003 (the "Lessee"), and JAIX Leasing Company, a Delaware corporation, with an address at 20 North Wacker Drive, Suite 2200, Chicago, Illinois 60606 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Railcar Equipment Lease (the "Lease") dated as of the date hereof covering the equipment listed on Schedule 1 hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

CARMEUSE PENNSYLVANIA, INC.

By: Ralph BardinName: RALPH BARDINETitle: Vice President & Gen. Mgr.

JAIX LEASING COMPANY

By: Edward J. WhalenName: EDWARD J. WHALENTitle: PRESIDENT

COMMONWEALTH OF PENNSYLVANIA)
) SS:
COUNTY OF Lebanon)

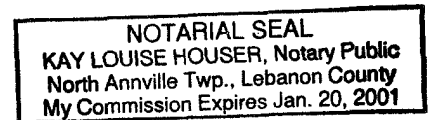
On this 11th day of May, 1999 before me personally appears Ralph Bardine,
to me personally known, who by me duly sworn, says that he/she is the Vice President & Gen. Mgr.
of CARMEUSE PENNSYLVANIA, INC. (the "Company"), that the foregoing instrument was
signed on behalf of the said Company by authority of its Board of Directors, and he/she
acknowledged that the execution of the foregoing instrument was the free act and deed of the said
Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Kay Louise Houser
Notary Public

[SEAL]

My Commission expires:



STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 18th day of June, 1999 before me personally appears
Edward J. Whalen, to me personally known, who by me duly sworn, says that he/she is
the President of JAIX LEASING COMPANY (the "Company"), that the foregoing
instrument was signed on behalf of the said Company by authority of its Board of Directors, and
he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the
said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Jo Ann Homan
Notary Public

[SEAL]

My Commission expires: July 15, 2001



SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR EQUIPMENT LEASE
DATED APRIL 15, 1999

EQUIPMENT

64 Rapid Discharge Cars marked WIMX 99000 through WIMX 99063 (both inclusive).